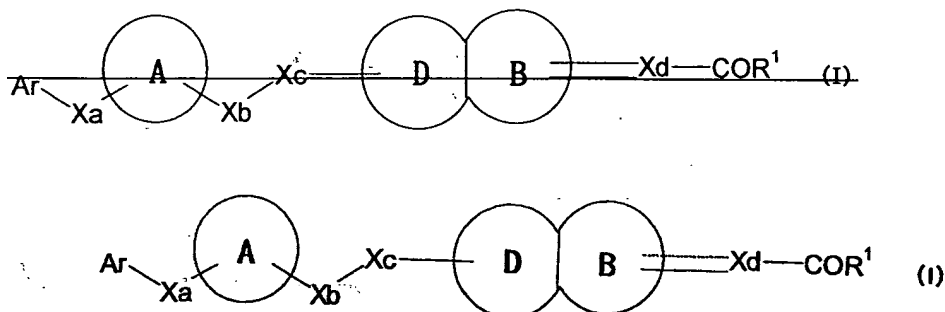


## Amendments to the Claims

1. (Currently amended) A compound represented by the formula:



wherein Ar is cyclopropyl, cyclohexyl, phenyl, naphthyl, thienyl, furyl, thiazolyl, oxazolyl, imidazolyl, pyrazolyl, triazolyl, pyridyl, pyrazinyl, benzo[b]thienyl, indolyl or indanyl-an optionally substituted cyclic group,

ring A is benzene which optionally has 1 to 5 substituent(s) at substitutable position(s) selected from

- (1) halogen atom;
- (2) hydroxy group;
- (3) amino group;
- (4) nitro group;
- (5) cyano group;
- (6) optionally substituted C<sub>1-6</sub> alkyl group;
- (7) optionally substituted C<sub>2-6</sub> alkenyl group;
- (8) optionally substituted C<sub>2-6</sub> alkynyl group;
- (9) C<sub>6-14</sub> aryl group optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-

carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

(10) C<sub>6-14</sub> aryloxy group optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

(11) C<sub>7-16</sub> aralkyloxy group optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

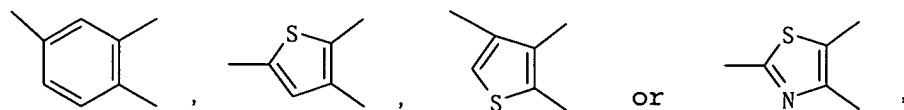
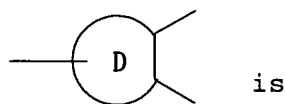
(12) heterocyclic group (preferably furyl, pyridyl, thienyl, pyrazolyl, thiazolyl, oxazolyl) optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

(13) mono- or di-C<sub>1-6</sub> alkyl-amino group;

(14) mono- or di-C<sub>6-14</sub> aryl-amino group;

(15) mono- or di-C<sub>7-16</sub> aralkyl-amino group;

- (16) N-C<sub>1-6</sub> alkyl-N-C<sub>6-14</sub> aryl-amino group;  
 (17) N-C<sub>1-6</sub> alkyl-N-C<sub>7-16</sub> aralkyl-amino group;  
 (18) C<sub>3-8</sub> cycloalkyl group;  
 (19) optionally substituted C<sub>1-6</sub> alkoxy group;  
 (20) C<sub>1-6</sub> alkylthio group;  
 (21) C<sub>1-6</sub> alkylsulfinyl group;  
 (22) C<sub>1-6</sub> alkylsulfonyl group;  
 (23) optionally esterified carboxyl group;  
 (24) C<sub>1-6</sub> alkyl-carbonyl group;  
 (25) C<sub>3-8</sub> cycloalkyl-carbonyl group;  
 (26) C<sub>6-14</sub> aryl-carbonyl group;  
 (27) carbamoyl group;  
 (28) thiocarbamoyl group;  
 (29) mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group;  
 (30) mono- or di-C<sub>6-14</sub> aryl-carbamoyl group;  
 (31) mono- or di-5- to 7-membered heterocyclyl-carbamoyl group;  
 (32) sulfamoyl group;  
 (33) mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group;  
 (34) mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group; a ring optionally further substituted (provided that the ring is not thiazole, oxazole, imidazole and pyrazole);  
 Xa and Xb are each independently is a bond or a spacer having a main chain of 1 to 5 atom(s),  
 Xb is (CH<sub>2</sub>)<sub>n</sub> wherein n is 1 or 2,  
 Xc is O, S, ~~SO~~ or SO<sub>2</sub>;



ring B is a 5- to 7-membered ring,

Xd is a bond, CH or CH<sub>2</sub>,

..... is a single bond when Xd is a bond or CH<sub>2</sub>, or a double bond when Xd is CH,

R<sup>1</sup> is ~~an optionally substituted~~ a hydroxy group or C<sub>1-10</sub> alkoxy group,

provided that

~~(i) when ring A is benzene, the cyclic group represented by Ar is not a quinolinyl group,~~

~~(ii) (i)~~ when ring B is a 5- to 7-membered aromatic ring, the ring represented by ring A is not thiophene and furan,

~~(iii) (ii)~~ when ring B is benzene, the ring represented by ring A is not 5-membered aromatic heterocycle, and

~~(iv) (iii)~~ when ring B is cyclohexane, Xd is not a bond,

provided that

[6-(4-biphenyl)methoxy-2-tetralin]acetic acid;

methyl [6-(4-biphenyl)methoxy-2-tetralin]acetate;

[7-(4-biphenyl)methoxy-1,2,3,4-tetrahydro-2-oxo-3-quinoline]acetic acid; and

methyl [7-(4-biphenyl)methoxy-1,2,3,4-tetrahydro-2-oxo-3-quinoline]acetate are excluded, or a salt thereof.

## **2. (Cancelled)**

**3. (Original)** The compound of claim 1, wherein the cyclic group represented by Ar is an aromatic hydrocarbon group.

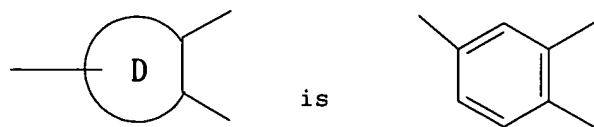
**4. (Original)** The compound of claim 1, wherein Xa is a bond.

**5. (Original)** The compound of claim 1, wherein ring A is benzene.

**6. (Original)** The compound of claim 1, wherein Xb is -CH<sub>2</sub>-.

## **7. (Cancelled)**

**8. (Original)** The compound of claim 1, wherein



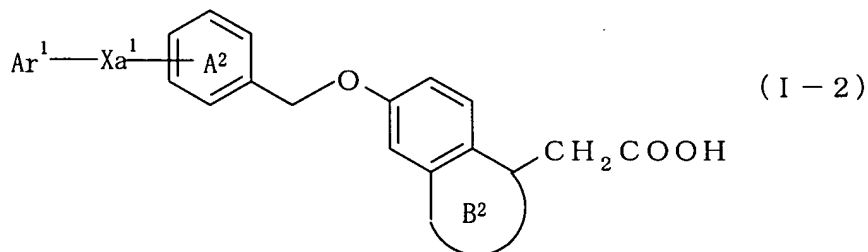
**9. (Original)** The compound of claim 1, wherein ring B is a 5- to 7-membered non-aromatic ring.

**10. (Original)** The compound of claim 9, wherein ring B is cyclopentane or tetrahydrofuran.

**11. (Original)** The compound of claim 1, wherein Xd is CH<sub>2</sub>.

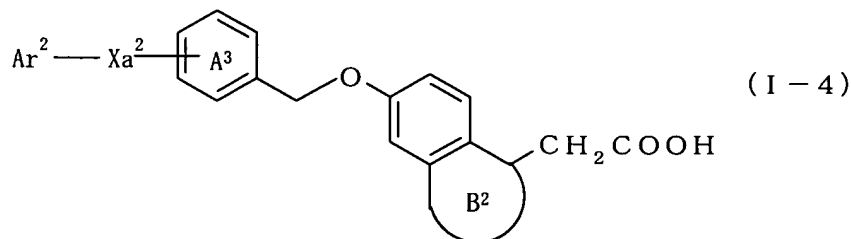
**12. (Original)** The compound of claim 1, wherein R<sup>1</sup> is a hydroxy group.

**13. (Currently amended)** The compound of claim 1, which is represented by the formula:



wherein Ar<sup>1</sup> is ~~an optionally substituted~~ phenyl group or ~~optionally substituted~~ indanyl group, Xa<sup>1</sup> is a bond or a spacer having a main chain of 1 to 5 atom(s), ring A<sup>2</sup> is a benzene ring which optionally further is substituted by said 1 to 5 substituent(s), and ring B<sup>2</sup> is a 5- to 7-membered ring.

**14. (Currently amended)** The compound of claim 1, which is represented by the formula:



wherein Ar<sup>2</sup> is ~~an optionally substituted~~ thiazolyl group,

Xa<sup>2</sup> is a bond or a spacer having a main chain of 1 to 5 atom(s),

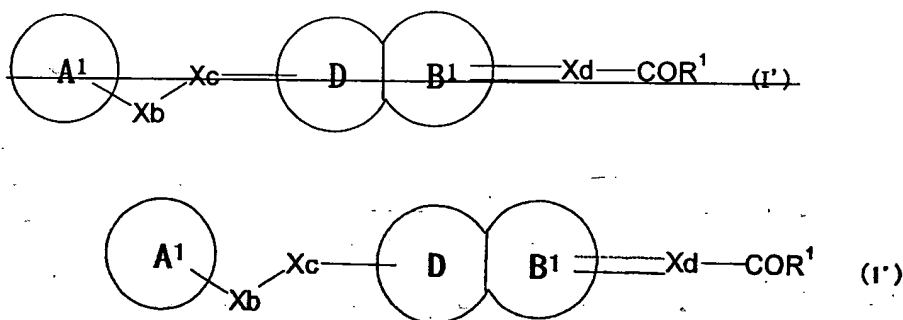
ring A<sup>3</sup> is ~~a benzene ring which~~ optionally ~~further~~ is substituted by said 1 to 5 substituent(s), and

ring B<sup>2</sup> is a 5- to 7-membered ring.

**15. (Currently amended)** A pharmaceutical ~~agent~~ composition comprising the compound of claim 1 with a pharmacologically acceptable carrier or a prodrug thereof.

**16-17. (Cancelled)**

**18. (Currently amended)** A GPR40 receptor function modulator comprising a compound represented by the formula:



wherein ring A<sup>1</sup> is benzene which optionally has 1 to 5 substituent(s) at substitutable position(s) selected from

- (1) halogen atom;
- (2) hydroxy group;
- (3) amino group;
- (4) nitro group;
- (5) cyano group;
- (6) optionally substituted C<sub>1-6</sub> alkyl group;
- (7) optionally substituted C<sub>2-6</sub> alkenyl group;
- (8) optionally substituted C<sub>2-6</sub> alkynyl group;

(9) C<sub>6-14</sub> aryl group optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

(10) C<sub>6-14</sub> aryloxy group optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

(11) C<sub>7-16</sub> aralkyloxy group optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

(12) heterocyclic group (preferably furyl, pyridyl, thienyl, pyrazolyl, thiazolyl, oxazolyl) optionally substituted by 1 to 3 substituent(s) selected from halogen atom, hydroxy group, amino group, nitro group, cyano group, optionally halogenated C<sub>1-6</sub> alkyl group, mono- or di-C<sub>1-6</sub> alkyl-amino group, C<sub>6-14</sub> aryl group, mono- or di-C<sub>6-14</sub> aryl-amino group, C<sub>3-8</sub> cycloalkyl group, C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkoxy-C<sub>1-6</sub> alkoxy group, C<sub>1-6</sub> alkylthio group, C<sub>1-6</sub> alkylsulfinyl group, C<sub>1-6</sub> alkylsulfonyl group, optionally esterified carboxyl group, carbamoyl group, thiocarbamoyl

group, mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group, mono- or di-C<sub>6-14</sub> aryl-carbamoyl group, sulfamoyl group, mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group and mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

(13) mono- or di-C<sub>1-6</sub> alkyl-amino group;

(14) mono- or di-C<sub>6-14</sub> aryl-amino group;

(15) mono- or di-C<sub>7-16</sub> aralkyl-amino group;

(16) N-C<sub>1-6</sub> alkyl-N-C<sub>6-14</sub> aryl-amino group;

(17) N-C<sub>1-6</sub> alkyl-N-C<sub>7-16</sub> aralkyl-amino group;

(18) C<sub>3-8</sub> cycloalkyl group;

(19) optionally substituted C<sub>1-6</sub> alkoxy group;

(20) C<sub>1-6</sub> alkylthio group;

(21) C<sub>1-6</sub> alkylsulfinyl group;

(22) C<sub>1-6</sub> alkylsulfonyl group;

(23) optionally esterified carboxyl group;

(24) C<sub>1-6</sub> alkyl-carbonyl group;

(25) C<sub>3-8</sub> cycloalkyl-carbonyl group;

(26) C<sub>6-14</sub> aryl-carbonyl group;

(27) carbamoyl group;

(28) thiocarbamoyl group;

(29) mono- or di-C<sub>1-6</sub> alkyl-carbamoyl group;

(30) mono- or di-C<sub>6-14</sub> aryl-carbamoyl group;

(31) mono- or di-5- to 7-membered heterocyclyl-carbamoyl group;

(32) sulfamoyl group;

(33) mono- or di-C<sub>1-6</sub> alkyl-sulfamoyl group;

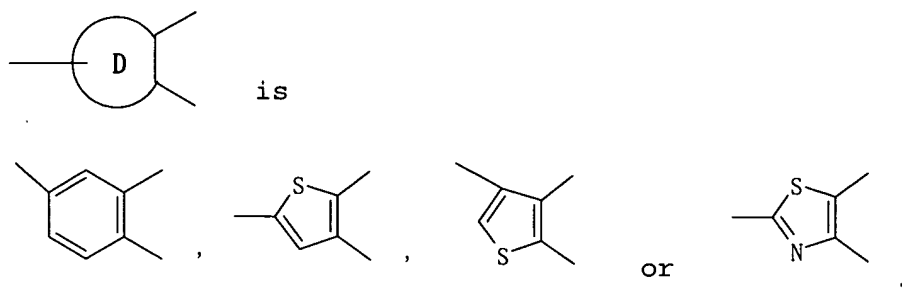
(34) mono- or di-C<sub>6-14</sub> aryl-sulfamoyl group;

an optionally substituted ring,

Xb is a bond or a spacer having a main chain of 1 to 5 atom(s) (CH<sub>2</sub>)<sub>n</sub> wherein n is 1 or 2,

Xc is O, S, SO or SO<sub>2</sub>,





ring B<sup>1</sup> is a 5- to 7-membered non-aromatic ring,

Xd is a bond, CH or CH<sub>2</sub>,

..... is a single bond when Xd is a bond or CH<sub>2</sub>, or a double bond when Xd is CH, and

R<sup>1</sup> is ~~an optionally substituted~~ a hydroxy group or a C<sub>1-10</sub> alkoxy group, or a salt thereof, ~~or a prodrug thereof~~.

#### 19-20. (Cancelled)

**21. (New)** A method for the prophylaxis or treatment of diabetes, which comprises administering a therapeutically effective amount of the compound of claim 1 to a patient in need thereof.

**22. (New)** A method for promoting insulin secretion, which comprises administering a therapeutically effective amount of the compound of claim 1 to a patient in need thereof.

**23. (New)** A method of modulating GPR40 receptor function, which comprises administering a therapeutically effective amount of the compound of claim 1 to a patient in need thereof.